

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO., et al.<sup>1</sup> )  
Debtors. ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 )

**SUMMARY OF THE THIRTIETH QUARTERLY INTERIM VERIFIED  
APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH, L.L.P. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES  
AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE INTERIM  
PERIOD FROM JULY 1, 2008 THROUGH SEPTEMBER 30, 2008**

Name of Applicant:	<u>Nelson Mullins Riley &amp; Scarborough, L.L.P.</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace &amp; Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>July 19, 2001</u>
Period for which compensation and reimbursement is sought:	<u>July 1, 2008 through September 30, 2008</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$4,296.00 for the period</u>
Amount of expense reimbursement sought as actual, reasonable, and necessary:	<u>\$42.44 for the period</u>

This is a    monthly X interim    final application.

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**The total time expended for the preparation of this application is approximately 3.0 hours, and the corresponding estimated compensation *that will be requested in a future application is approximately \$396.00***

Prior fee applications:

		<b>Requested</b>		<b>Approved</b>	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$113,762.50	\$2,155.05	\$91,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 – March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001- September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002-April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	\$62,909.00	\$322.04
July 2, 2002	May 1, 2002-May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 – June 30, 2002	\$15,496.50	\$178.39	\$12,397.20	\$178.39
August 29, 2002	July 1, 2002 – July 31, 2002	\$18,481.50	\$225.82	\$14,785.20	\$225.82
September 3, 2002	July 19, 2001 – September 30, 2001	\$129,061.50	\$1,920.35	\$129,061.50	\$1,920.35
September 3, 2002	October 1, 2001 – December 31, 2001	\$119,593.50	\$2,190.74	\$119,593.50	\$2,190.74
September 20, 2002	April 1, 2002 – June 30, 2002	\$60,393.50	\$701.74	\$55,739.00	\$701.74
October 8, 2002	August 1, 2002 – August 31, 2002	\$10,363.00	\$169.79	\$8,290.40	\$169.79
October 30, 2002	September 1, 2002- September 30, 2002	\$11,114.00	\$221.89	\$8,891.20	\$221.89
November 27, 2002	July 1, 2002 – September 30, 2002	\$39,958.50	\$615.50	\$35,771.00	\$615.50
December 11, 2002	October 1, 2002-	\$8,498.50	\$75.28	\$6,798.80	\$75.28

	October 31, 2002				
December 26, 2002	November 1, 2002- November 30, 2002	\$4,241.00	\$117.29	\$3,392.80	\$117.29
February 6, 2003	December 1, 2002 – December 31, 2002	\$9,298.50	\$97.20	\$7,438.80	\$97.20
March 4, 2003	January 1, 2003- January 31, 2003	\$6,026.50	\$24.91	\$4,821.20	\$24.91
March 27, 2003	February 1- February 28, 2003	\$5,473.50	\$52.58	\$4,378.80	\$52.58
April 8, 2003	October 1, 2002- December 31, 2002	\$22,038.00	\$289.77	\$22,038.00	\$289.77
May 9, 2003	March 1, 2003- March 31, 2003	\$5,424.00	\$64.16	\$4,339.20	\$64.16
September 9, 2003	January 1, 2003 – March 31, 2003	\$16,924.00	\$141.65	\$16,924.00	\$146.65
August 22, 2003	April 1, 2003- April 30, 2003	\$7,868.00	\$64.88	\$6294.40	\$64.88
September 9, 2003	May 1, 2003 – May 31, 2003	\$8143.50	\$88.14	\$6,514.80	\$88.14
September 5, 2003	June 1, 2003 – June 30, 2003	\$17,705.00	\$291.20	\$14,164.00	\$291.20
September 9, 2003	April 1, 2003 – June 30, 2003	\$33,716.05	\$444.22	\$33,716.05	\$444.22
September 6, 2003	July 1, 2003 – July 31, 2003	\$36,321.00	\$241.39	\$29,056.80	\$241.39
March 4, 2004	August 1, 2003 – August 31, 2003	\$27,487.00	\$932.61	\$21,989.60	\$932.61
March 4, 2004	September 1, 2003 – September 31, 2003	\$38,442.00	\$139.47	\$30,753.60	\$139.47
February 25, 2004	July 1, 2003 – September 31, 2003	\$102,250.00	\$1,313.47	\$102,250.00	\$1,313.47
March 8, 2004	October 1, 2003 – October 31, 2003	\$9,723.50	\$154.31	\$7,656.00	\$154.31
March 8, 2004	November 1, 2003 – November 30, 2003	\$5,845.00	\$119.01	\$4676.00	\$119.01
March 8, 2004	December 1, 2003 – December 31, 2003	\$4465.50	\$ 4.08	\$3572.40	\$4.08
March 10, 2004	October 1, 2003- December 31, 2003	\$19,668.00	\$277.40	\$19,968.00	\$277.40
May 12, 2004	January 1, 2004- January 31, 2004	\$16,534.50	\$1,260.61	\$13,227.60	\$1,260.61
May 12, 2004	February 1, 2004 – February 28, 2004	\$9,591.50	\$32.50	\$7,673.20	\$32.50
May 12, 2004	March 1, 2004 – March 31, 2004	\$6,325.50	\$105.67	\$5,060.40	\$105.67
June 7, 2004	January 1, 2004 – March 31, 2004	\$32,451.50	\$1,398.78	\$32,451.50	\$1,398.78
June 7, 2004	April 1, 2004 – April 30, 2004	\$6,062.00	\$20.78	\$4,849.60	\$20.78
July 6, 2004	May 1, 2004 – May 31, 2004	\$12,927.00	\$67.97	\$10,341.60	\$67.97

August 12, 2004	June 1, 2004 – June 30, 2004	\$12,228.00	\$372.90	\$9,782.40	\$372.90
August 17, 2004	April 1, 2004- June 30, 2004	\$31,217.00	\$461.65	\$31,217.00	\$461.65
September 7, 2004	July 1, 2004 – July 31, 2004	\$19,020.00	\$216.31	\$15,216.00	\$216.31
September 24, 2004	August 1, 2004 – August 31, 2004	\$3,945.50	\$89.18	\$3,156.40	\$89.18
October 22, 2004	September 1, 2004- September 30, 2004	\$9,741.50	\$284.46	\$7,793.20	\$284.46
October 28, 2004	July 1, 2004- September 30, 2004	\$32,707.00	\$589.95	\$32,707.00	\$589.95
December 1, 2004	October 1, 2004- October 31, 2004	\$20,570.50	\$76.25	\$16,456.40	\$76.25
December 17, 2004	November 1, 2004- November 31, 2004	\$5,993.00	\$32.75	\$4,794.40	\$32.75
February 17, 2005	December 1, 2004- December 31, 2004	\$3,397.50	\$24.51	\$2,718.00	\$24.51
March 8, 2005	January 1, 2005 – January 31, 2005	\$7,343.50	\$34.10	\$5,874.80	\$34.10
March 16, 2005	October 1, 2004 – December 31, 2004	\$29,961.00	\$133.51	\$29,961.00	\$133.51
April 15, 2005	February 1, 2005 – February 28, 2005	\$4,948.50	\$40.40	\$3,958.80	\$40.40
May 10, 2005	March 1, 2005 – March 31, 2005	\$6,494.00	\$71.74	\$5,195.20	\$71.74
June 7, 2005	April 1, 2005 – April 30, 2005	\$4,754.50	\$38.87	\$3,803.60	\$38.87
July 7, 2005	May 1, 2005 – May 31, 2005	\$9,725.00	\$84.96	\$7,780.00	\$84.96
August 1, 2005	June 1, 2005 – June 30, 2005	\$5,182.00	\$1.80	\$4,145.60	\$1.80
August 8, 2005	April 1, 2005 – June 30, 2005	\$19,661.50	\$125.63	\$19,661.50	\$125.63
August 20, 2005	July 1, 2005 – July 31, 2005	\$10,155.00	\$15.27	\$8,124.00	\$15.27
October 12, 2005	August 1, 2005 – August 31, 2005	\$9,440.00	\$54.18	\$7,552.00	\$54.18
November 4, 2005	September 1, 2005 – September 30, 2005	\$2,772.00	\$14.03	\$2,217.60	\$14.03
November 23, 2005	July 1, 2005 – September 30, 2005	\$22,367.00	\$83.48	\$22,367.00	\$83.48
December 16, 2005	October 1, 2005 – October 31, 2005	\$4,735.50	\$27.51	\$3,788.40	\$27.51
March 10, 2006	November 1, 2005 – November 30, 2005	\$1,819.50	\$24.02	\$1,455.60	\$24.02
March 27, 2006	December 1, 2005 – December 31, 2005	\$7,582.50	\$26.28	\$6,066.00	\$26.28
April 20, 2006	October 1, 2005 – December 31, 2005	\$14,137.50	\$77.81	\$14,137.50	\$77.81
April 20, 2006	January 1, 2006 – January 31, 2006	\$8,997.00	\$58.95	\$7,197.60	\$58.95

April 20, 2006	February 1, 2006 – February 28, 2006	\$7,574.50	\$127.34	\$6,059.60	\$127.34
April 27, 2006	March 1, 2006 – March 31, 2006	\$6,120.50	\$11.93	\$4,896.40	\$11.93
June 8, 2006	April 1, 2006 – April 30, 2006	\$4,012.50	\$185.69	\$3,210.00	\$185.69
June 9, 2006	January 1, 2006 – March 31, 2006	\$22,692.00	\$198.22	\$22,692.00	\$198.22
July 10, 2006	May 1, 2006 – May 31, 2006	\$18,733.50	\$116.00	\$14,986.80	\$116.00
August 2, 2006	June 1, 2006 – June 30, 2006	\$1,459.00	\$9,179.83	\$1,167.20	\$9,179.83
September 29, 2006	April 1, 2006 – June 30, 2006	\$24,205.00	\$9,481.52	\$24,205.00	\$9,481.52
September 11, 2006	July 1, 2006 – July 31, 2006	\$834.00	\$25.85	\$667.20	\$25.85
October 18, 2006	August 1, 2006 – August 31, 2006	\$1,023.50	\$12.25	\$818.80	\$12.25
October 30, 2006	September 1, 2006 – September 30, 2006	\$519.50	\$0	\$415.60	\$0
November 22, 2006	July 1, 2006 – September 30, 2006	\$2,377.00	\$38.10	\$2,377.00	\$38.10
November 22, 2006	October 1, 2006 – October 31, 2006	\$415.00	\$12.30	\$332.00	\$12.30
December 27, 2006	November 1, 2006 – November 30, 2006	\$744.00	\$51.47	\$595.20	\$51.47
February 12, 2007	December 1, 2006 – December 31, 2006	\$1,229.00	\$5.00	\$983.20	\$5.00
March 7, 2007	October 1, 2006 – December 31, 2006	\$2,388.00	\$68.77	\$2,388.00	\$68.77
March 2, 2007	January 1, 2007 – January 31, 2007	\$3,260.00	\$54.65	\$2,608.00	\$54.65
March 23, 2007	February 1, 2007 – February 28, 2007	\$2,977.50	\$1,858.98	\$2,382.00	\$1,858.98
April 24, 2007	March 1, 2007 – March 31, 2007	\$3,069.00	\$941.40	\$2,455.20	\$941.40
May 14, 2007	January 1, 2007 – March 31, 2007	\$9,306.50	\$2,855.03	\$9,306.50	\$2,855.03
May 25, 2007	April 1, 2007 – April 30, 2007	\$430.00	\$92.00	\$344.00	\$92.00
June 20, 2007	May 1, 2007 – May 31, 2007	\$863.50	\$22.11	\$690.80	\$22.11
July 11, 2007	June 1, 2007 – June 30, 2007	\$663.00	\$12.38	\$530.40	\$12.38
July 23, 2007	April 1, 2007 – June 30, 2007	\$1956.50	\$126.49	\$1956.50	\$126.49
August 23, 2007	July 1, 2007-July 31, 2007	\$786.50	\$26.41	\$629.20	\$26.41
September 24, 2007	August 1, 2007 – August 31, 2007	\$423.00	\$14.10	\$338.40	\$14.10
January 2, 2008	September 1, 2007-September 30.277	\$396.00	\$12.94	\$316.80	\$12.94

January 2, 2008	November 1, 2007 – November 30, 2007	\$176.00	\$44.60	\$140.80	\$44.60
January 9, 2008	July 1, 2007 – September 30, 2007	\$1,605.50	\$53.45	\$1,605.50	\$53.45
January 22, 2008	December 1, 2007 – December 31, 2007	\$742.00	\$0.00	\$593.60	\$0.00
February 22, 2008	January 1, 2008 – January 31, 2008	\$1,607.00	\$0.00	\$1,285.60	\$0.00
March 25, 2008	February 1, 2008 – February 29, 2008	\$8,386.00	\$14.25	\$6,708.80	\$14.25
April 29, 2008	March 1, 2008 – March 31, 2008	\$1,865.00	\$158.00	\$1,492.00	\$158.00
May 28, 2008	October 1, 2007 – December 31, 2007	\$918.00	\$44.60	\$918.00	\$44.60
June 20, 2008	April 1, 2008 – April 30, 2008	\$3,760.00	\$.55	\$3,008.00	\$.55
July 22, 2008	May 1, 2008 – May 31, 2008	\$5,263.50	\$73.15	\$4,210.80	\$73.15
July 24, 2008	June 1, 2008 – June 30, 2008	\$1,716.00	\$15.81	\$1,372.80	\$15.81
July 24, 2008	January 1, 2008 – March 31, 2008	\$11,858.00	\$17.00	\$11,858.00	\$17.00
August 27, 2008	July 1, 2008 – July 31, 2008	\$1,236.00	\$.90	\$988.80	\$.90
September 22, 2008	August 1, 2008 – August 31, 2008	\$724.00	\$22.96	\$579.20	\$22.96
October 21, 2008	April 1, 2008 – June 30, 2008	\$10,739.50	\$89.51	\$10,739.50	\$89.51
October 29, 2008	September 1, 2008 – September 30, 2008	\$2,336.00	\$18.58	\$1,868.80	\$18.58
December 10, 2008	October 1, 2008 – October 31, 2008	\$6,296.00	\$45.72	Pending	Pending
December 24, 2008	November 1, 2008 – November 30, 2008	\$2,040.00	\$16.06	Pending	Pending

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
N.J. Smith	Partner	30 years	Environmental	\$320.00	5.6	\$1792.00
R.T. Carlisle	Of Counsel	25 years	Environmental	\$280.00	3.3	\$924.00
B.J. Burn	Associate	8 years	Bankruptcy	\$240.00	1.7	\$408.00
D.B. Rustin	Associate	3 years	Bankruptcy	\$220.00	.2	\$44.00

Grand Total for Fees: \$3,168.00  
Blended Rate: \$293.33

The Nelson Mullins Riley & Scarborough, L.L.P. paraprofessionals who rendered professional services in these cases during the Fee Period are:

Brook A. Wright	Paralegal	8 months	Bankruptcy	\$120.00	9.4	\$1,128.00
Grand Total for Fees:						\$1,128.00
Blended Rate:						\$120.00

Matter Number	Matter	Total Hours	Total Fees Requested
02399/06000	General	.20	\$44.00
02399/06003	Beaco Road Site	3.3	\$924.00
02399/06032	Charleston	5.6	\$1,792.00
02399/06091	Fee Applications	11.10	\$1,536.00
<b>TOTAL</b>		<b>20.20</b>	<b>\$4,296.00</b>

### Expense Summary

<u>Description</u>	<u>Amount</u>
Telephone	\$2.45
PACER	\$22.96
Federal Express	\$17.03
<b>Total</b>	<b>\$42.44</b>

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO., et al.<sup>1</sup> ) Case No. 01-01139(JKF)  
Debtors. ) (Jointly Administered)

**THIRTIETH QUARTERLY INTERIM VERIFIED APPLICATION OF  
NELSON MULLINS RILEY & SCARBOROUGH, LLP  
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT  
OF EXPENSES AS SPECIAL COUNSEL TO W.R. GRACE & CO., ET AL.,  
FOR THE INTERIM PERIOD FROM  
JULY 1, 2008 THROUGH SEPTEMBER 30, 2008**

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Professionals and Official

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Committee Members (the “Amended Order”) and Del. Bankr. LR 2016-2, the law firm of Nelson Mullins Riley & Scarborough, L.L.P. (“NMRS”), special litigation, environmental, and real estate counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in their Chapter 11 cases, hereby applies for an order allowing it (i) compensation in the amount of \$4,296.00 for the reasonable and necessary legal services NMRS has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that NMRS has incurred in the amount of \$42.44, for the interim quarterly period from July 1, 2008 through September 30, 2008 (the “Fee Period”). In support of this Application, NMRS respectfully states as follows:

## **BACKGROUND**

### **Retention of NMRS**

1. On April 2, 2001 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 12, 2001, the office of the United States Trustee appointed (i) a committee of unsecured creditors in the Chapter 11 Cases (the “Creditors’ Committee”), (ii) a committee of asbestos personal injury claimants (the “Asbestos Personal Injury Committee”) and (iii) a committee of asbestos property damage claimants (the “Asbestos Property Damage Committee”). On June 18, 2001, the office of the United States Trustee appointed a committee of equity security holders (the “Equity Security Holders’ Committee”,

collectively with the Creditors' Committee, the Asbestos Personal Injury Committee and the Asbestos Property Damage Committee, the "Committees").

2. By this Court's Order dated July 19, 2001, the Debtors were authorized to retain NMRS as their special counsel with regard to environmental and litigation matters (the "Retention Order"). An Amended Retention Order (the "Amended Retention Order") was entered on August 23, 2004. The Amended Retention Order authorized the Debtors to retain NMRS for certain real estate matters. The Retention Order and Amended Retention Order authorizes the Debtors to compensate NMRS at hourly rates charged by NMRS for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

**Monthly Interim Fee Applications Covered Herein**

3. Pursuant to the procedures set forth in the Amended Order, professionals may apply for monthly compensation and reimbursement (each such application, a "Monthly Fee Application"), and the notice parties listed in the Amended Order may object to such request. If no notice party objects to a professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

4. Furthermore, and also pursuant to the Amended Order, professionals are to file and serve upon the notice parties a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter

covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

5. This is the Thirtieth Quarterly Fee Application for compensation for services rendered that NMRS has filed with the Bankruptcy Court in connection with the Chapter 11 Cases, which covers the Fee Period of July 1, 2008 through September 30, 2008 (the "Thirtieth Quarterly Fee Application").

6. NMRS has mailed for filing the following Monthly Fee Applications for interim compensation during this Fee Period:

a. First verified application for compensation for services and reimbursement of expenses as bankruptcy counsel to W. R. Grace & Co., et al., for the first interim period from July 1, 2008 through July 31, 2008, filed on August 27, 2008 (the "July 2008 Fee Application") attached hereto as Exhibit A. The Certificate of No Objection was filed on September 17, 2008. The Debtors have been approved to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

b. Second verified application for compensation for services and reimbursement of expenses as bankruptcy counsel to W. R. Grace & Co., et al., for the second interim period from August 1, 2008 through August 31, 2008, filed on September 22, 2008 (the "September 2008 Fee Application") attached hereto as Exhibit B. The Certificate of No

Objection was filed on October 14, 2008. The Debtors have been approved to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

c. Third verified application of Nelson Mullins Riley & Scarborough L.L.P. for compensation for services and reimbursement of expenses as bankruptcy counsel to W. R. Grace & Co., et al., for the third interim monthly period from September 1, 2008 through September 30, 2008, filed on October 29, 2008 (the "September 2008 Fee Application") attached hereto as Exhibit C. The Certificate of No Objection was filed on November 19, 2008. The Debtors have been approved to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

7. Nelson Mullins Riley & Scarborough L.L.P. has advised and represented the Debtors in connection with environmental, litigation, and real estate matters.

#### **Previous Quarterly Fee Applications**

8. Nelson Mullins Riley & Scarborough L.L.P. has previously filed the following Quarterly Fee Applications:

a. First Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Fourth<sup>2</sup> Interim Period from January 1, 2002 through March 31, 2002, filed June 26, 2002 (the "First Quarterly Fee Application") and approved by the Court on October 9, 2002.

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<sup>2</sup> This was the first quarterly application filed by NMRS, but it actually covered the Fourth Interim Period. NMRS mistakenly titled it the "First Interim" when filed. Thus, NMRS' Fourth, Fifth, & Sixth Quarterly Verified Applications were also misnamed. NMRS' Fourth actually covered the Fifth Interim Period. NMRS' Fifth Quarterly covered the Sixth Interim Period. NMRS' Sixth Quarterly covered the Seventh Interim Period. The numbering was corrected as of the Eighth Interim Period, per Warren H. Smith & Associates P.C. Therefore, there is no Application titled the "Seventh Quarterly Interim Verified Application" for NMRS.

b. Second Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Second Interim Period from July 19, 2001 through September 30, 2001, filed September 3, 2002 and approved by the Court on November 25, 2002.

c. Third Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Third Interim Period from October 2, 2001 through December 31, 2001, filed September 3, 2002 and approved by the Court on November 25, 2002.

d. Fourth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Fifth Interim Period from April 1, 2002 through June 30, 2002, filed September 30, 2002 and approved by the Court on November 25, 2002.

e. Fifth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Sixth Interim Period from July 1, 2002 through September 30, 2002, filed November 27, 2002 and approved by the Court on March 14, 2003.

f. Sixth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Seventh Interim Period from October 1, 2002 through December 31, 2002, filed April 8, 2003 and approved by the Court on July 28, 2003.

g. Eighth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Eighth Interim Period from January 1, 2003 through March 31, 2003, filed September 9, 2003 and approved by the Court on September 22, 2003.

h. Ninth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Ninth Interim Period from April 1, 2003 through June 20, 2003, filed September 9, 2003 and approved by the Court on December 15, 2003.

i. Tenth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Tenth Interim Period from July 1, 2003 through September 30, 2003, filed February 25, 2004 and approved by the Court on April 26, 2004.

j. Eleventh Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Eleventh Interim Period from October 1, 2003 through December 31, 2003, filed March 10, 2004 and approved by the Court on June 16, 2004.

k. Twelfth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twelfth Interim Period from January 1, 2004 through March 31, 2004, filed June 7, 2004 and approved by Court on September 27, 2004.

l. Thirteenth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Thirteenth Interim Period from April 1, 2004 through June 30, 2004, filed August 17, 2004 and approved by Court on January 26, 2005.

m. Fourteenth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Fourteenth Interim Period from July 1, 2004 through September 30, 2004, filed October 28, 2004, and approved by the Court on March 22, 2005.

n. Fifteenth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Fifteenth Interim Period from October 1, 2004 through December 31, 2004, filed on March 16, 2005, and approved by the Court on June 29, 2005.

o. Sixteenth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Sixteenth Interim Period from January 1, 2005 through March 31, 2005, filed on June 15, 2005, and approved by the Court on September 27, 2005.

p. Seventeenth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Seventeenth Interim Period

from April 1, 2005 through June 30, 2005, filed on August 8, 2005, and approved by the Court on December 19, 2005.

q. Eighteenth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Seventeenth Interim Period from July 1, 2005 through September 30, 2005, filed on November 23, 2005, and approved by the Court on March 27, 2006.

r. Nineteenth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Nineteenth Interim Period from October 1, 2005 through December 31, 2005, filed on April 20, 2006, and approved by the Court on June 16, 2006.

s. Twentieth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twentieth Interim Period from January 1, 2006 through March 30, 2006, filed on June 9, 2006, and approved by the Court on September 26, 2006.

t. Twenty First Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty First Interim Period from April 1, 2006 – June 30, 2006, filed on September 29, 2006, and approved by the Court on December 19, 2006.

u. Twenty Second Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty Second Interim Period from July 1, 2006 – September 30, 2006, filed on November 22, 2006, and approved by the Court on March 30, 2007.

v. Twenty Third Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty Third Interim Period from October 1, 2006 – December 31, 2006, filed on March 7, 2007, and approved by the Court on June 20, 2007.

w. Twenty Fourth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty Fourth Interim Period from January 1, 2007 – March 31, 2007, filed on May 14, 2007, and approved by the Court on September 25, 2007

x. Twenty Fifth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty Fifth Interim Period from April 1, 2007 – June 31, 2007, filed on July 23, 2007, and approved by the Court on December 13, 2007

y. Twenty Sixth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty Sixth Interim Period

from July 1, 2007 – September 30, 2007, filed on January 9, 2008, and approved by the Court on March 12, 2008.

z. Twenty Seventh Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty Seventh Interim Period from October 1, 2007 – December 31, 2007, filed on May 28, 2008, and approved by the Court on June 23, 2008.

aa. Twenty Eighth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty Eighth Interim Period from January 1, 2008 – March 31, 2007, filed on July 24, 2008, and approved by the court on October 1, 2008.

bb. Twenty Ninth Quarterly Interim Verified Application of Nelson Mullins Riley & Scarborough L.L.P. for Compensation for Services and Reimbursements of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Twenty Ninth Interim Period from April 1, 2008 – June 30, 2008, filed on October 21, 2008, and approved by the court on November 26, 2008.

9. There have been no objections filed with respect to the Quarterly Applications. The Debtors have filed certificates of no objection with respect to all filed Fee Applications related to the previously filed Monthly Interim Applications, and the Court has entered Orders approving all previous Quarterly Fee Applications. The Debtors have paid or will pay 100% of

the compensation requested for fees and 100% reimbursement of the expenses for all previously approved interim periods.

**REQUESTED RELIEF**

10. By this Thirtieth Quarterly Fee Application, NMRS requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by NMRS for the Fee Period, which is from July 1, 2008 through September 30, 2008 as detailed in the Applications, less any amounts previously paid to NMRS pursuant to the Applications and the procedures set forth in the Amended Order. As stated above, the full scope of services provided and the related expenses incurred are fully described in the Applications, which are attached hereto as Exhibits A, B, and C.

11. NMRS may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. NMRS disclosed in the Affidavits its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. NMRS will update the Affidavits when necessary and when NMRS becomes aware of material new information.

**REPRESENTATION**

12. NMRS believes that the Application is in compliance with the requirements of Dcl. Bankr. LR 2016-2.

13. Nelson Mullins Riley & Scarborough L.L.P. performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other person.

14. Pursuant to Fed. R. Bankr. P. 2016(b), NMRS has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of NMRS, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

WHEREFORE, NMRS respectfully requests that the Court enter an order, providing (a) that, for the Fee Period, July 1, 2008 through September 30, 2008, an administrative allowance be made to Nelson Mullins Riley & Scarborough L.L.P in the sum of (i) \$4,296.00 as compensation for reasonable and necessary professional services rendered to the Debtors and (ii) in the sum of \$42.44 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$4,338.44 (b) that the Debtors be authorized and directed to pay to NMRS the outstanding amount of such sums less any sums previously paid to NMRS pursuant to the Applications and the procedures set forth in the Amended Order and (c) that this Court grant such further relief as is equitable and just.

Respectfully submitted,

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